

# **Exhibit A**



# NORTH CAROLINA

## Department of the Secretary of State

To all whom these presents shall come, Greetings:

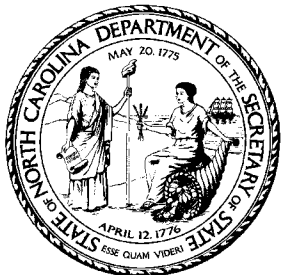
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF RESTATEMENT

OF

### PITT COUNTY MEMORIAL HOSPITAL, INCORPORATED

the original of which was filed in this office on the 18th day of July, 2023.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of July, 2023.

*Elaine F. Marshall*

Secretary of State

State of North Carolina  
Department of the Secretary of State

ARTICLES OF RESTATEMENT  
FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: PITT COUNTY MEMORIAL HOSPITAL, INCORPORATED
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
  - a. ☐ These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
  - b. ☒ These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) The corporation has no members.
  - c. ☐ These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
  - d. ☐ These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: \_\_\_\_\_

This the 23<sup>rd</sup> day of May, 2023.

Pitt County Memorial Hospital, Incorporated  
Name of Corporation

Diane N. Taylor  
Signature

Diane Taylor, Secretary  
Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25.
2. This document must be filed with the Secretary of State.

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**PITT COUNTY MEMORIAL HOSPITAL, INCORPORATED**

The undersigned, non-stock, non-profit corporation, for the purposes of amending and restating its articles of incorporation, and in accordance with the provisions of Section 55A-10-06 of the North Carolina General Statutes, hereby sets forth:

1. The name of this corporation is Pitt County Memorial Hospital, Incorporated.

2. The street address of the Corporation's registered office is ECU Health Administration, 800 W.H. Smith Blvd, Greenville, Pitt County, North Carolina 27834. The name of the Corporation's registered agent at that office is Michael R. Waldrum, M.D. The street address of the principal office is 2100 Stantonsburg Road, Greenville, Pitt County, North Carolina 27834. The mailing address of both the registered and principal office is Post Office Box 6028, Greenville, North Carolina 27835.

3. The objects for which this corporation is formed are:

(a) To lease, establish, maintain and operate hospitals, clinics, nursing homes and other related facilities to provide for the care and treatment of persons suffering from illnesses, injuries or disabilities which require hospital care.

(b) To supply modern equipment and facilities to aid in the diagnosis and treatment of disease, and to furnish to the staff of physicians and surgeons who practice in its hospitals an opportunity, by their close association and cooperation, to offer to their patients, quickly and economically, the sum of their combined skill and experience.

(c) To furnish to the said staff of physicians and surgeons the use of such physical equipment for the practice of their profession as will enable them without undue hardships to give their best efforts without compensation to those unable to pay for their services, as well as to facilitate them in their service to patients who are able to pay compensation therefore.

(d) To furnish the equipment and organization for the instruction and training of doctors, nurses and technicians in order to carry forward in the future the plan herein set out for the alleviation of disease, and to grant diplomas or certificates in connection with such instruction or training.

(e) To carry on any educational activities related to the care of the sick and disabled and the promotion of health and preventative medicine, which in the opinion of the Board of Trustees may be justified by the facilities, personnel, funds or other resources that are, or can be made, available.

(f) To aid as far as practicable in the instruction and promotion of research and scientific investigation in all branches of medicine and surgery.

(g) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community.

(h) To appoint a medical staff composed of such physicians and surgeons as, in the judgment of the Board of Trustees, are properly qualified to conduct the professional work of the hospital, and including trained and experienced technicians, and to promulgate suitable rules governing the conduct of all physicians, surgeons and technicians who are permitted to practice in said hospital.

(i) To use the revenues of this corporation and the profits, if any, for the purposes of affording hospital care to those unable to pay for the same, promoting betterment of public health, to maintain its hospitals and equipment in good repair and modern condition, and in

general to use, invest and hold all revenues and the profits, if any, for the purposes for which this corporation is organized.

(j) In connection with the purposes above set forth and in order to carry them out, to solicit, accept, receive and acquire by gift, devise, bequest, conveyance or otherwise donations, money, tax funds and property of every kind, nature and description, from any person, firm or corporation, including any municipality, county, state or the United States of America, and to hold, manage, spend, administer, use and invest as may be directed by the donor, or as the Board of Trustees of the corporation may determine in the absence of such direction.

(k) And to engage in any lawful act or activity for which corporations may be organized under Chapter 55A of the North Carolina General Statutes as it currently exists or as it may hereafter be amended; provided, however, that such activities are limited to those purposes which are permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(l) To conduct its activities without regard to race, color, sex, creed, or national origin.

(m) To operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make



payments and distributions in furtherance of the purposes set forth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5. In the event of the dissolution or liquidation of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the Board of Trustees shall donate, transfer, deliver and convey all of its moneys, properties and other assets: (a) to any nonprofit successor organization approved by the Board of County Commissioners of Pitt County, provided that such successor organization is exempt from taxation under § 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law; or (b) if there is no successor organization, then to Pitt County to be used by said County exclusively for the accomplishment of the purposes for which this corporation is formed.

6. The affairs of this corporation shall be managed by the Board of Trustees. The Board of Trustees of this corporation shall consist of twenty (20) members who shall be at least twenty-one (21) years of age.

The Board of Commissioners of Pitt County shall appoint eleven (11) members, or fifty five percent (55%), of the Board, at least one of whom shall be a physician who is a resident of Pitt County and a member of the active Medical Staff of ECU Health Medical Center. These eleven (11) members shall be appointed by the Board of Commissioners of Pitt County from persons nominated by a nominating committee comprised of members of the Board previously appointed by the Board of Commissioners of Pitt County as set forth in the Corporation's Bylaws.

The Board of Governors of the University of North Carolina shall appoint the remaining nine (9) members, or forty five percent (45%), of the Board. Two (2) of the Board of Governors appointees

shall be the ECU Chancellor (or his or her designee) and the Dean of the ECU Brody School of Medicine, both of whom shall serve ex officio. The ECU Chancellor's designee, if any, shall be an ECU employee serving in a senior leadership position at ECU during the duration of his or her membership on the Board. The remaining seven (7) members, two (2) of whom shall reside outside of Pitt County, shall be appointed by the Board of Governors of the University of North Carolina from persons nominated by a nominating committee comprised of members of the Board previously appointed by the Board of Governors of the University of North Carolina as set forth in the Corporation's Bylaws.

Appointments shall be for a full term of five (5) years each and thereafter those who are eligible may be reappointed for one (1) additional term of five (5) years each and shall serve until their successors are appointed and qualified. Said terms shall begin as of the first day of March of the year of the appointment.

The current Trustees (as of restatement), their seat numbers for future reference, the length of their current terms and which entity appoints their successors are as follows:

<u>Number</u>	<u>Trustee</u>	<u>Expiration of Current Term</u>	<u>Appointing Entity</u>
1	Donald Thompson	2025	UNC
2	Dean, ECU BSOM	2026	UNC
3	Mike Fitzpatrick	2026	Pitt County
4	Angela Allen	2027	UNC
5	ECU Chancellor/Designee	2027	UNC
6	Vacant	2025	Pitt County
7	Demetrius Carter	2028	UNC
8	Andy Tewari, MD	2024	Pitt County
9	Christopher Jenkins	2026	Pitt County
10	Tony Cannon	2024	UNC
11	Deborah Davis	2025	UNC
12	Rob Jones	2028	Pitt County
13	Phil Dixon	2028	Pitt County
14	Rich Balot	2027	Pitt County
15	Diane Taylor	2024	Pitt County
16	William Monk	2024	Pitt County
17	Bryant Kittrell	2025	Pitt County
18	Vern Davenport	2026	UNC



19	Michael McLaughlin, MD	2028	Pitt County
20	Carlester Crumpler	2027	UNC

As reflected above, the nine (9) seats which the University of North Carolina Board of Governors shall be entitled to appoint hereafter are Seat Numbers 1, 2, 4, 5, 7, 10, 11, 18 and 20. The ECU Chancellor (or his or her designee) shall fill seat number 5 and the Dean of the ECU Brody School of Medicine shall fill seat number 2. The eleven (11) seats which the Pitt County Board of Commissioners shall be entitled to appoint hereafter are Seat Numbers 3, 6, 8, 9, 12, 13, 14, 15, 16, 17 and 19. The seat which the Pitt County Board of Commissioners shall appoint from among the group of physicians who are residents of Pitt County and who are members of the active Medical Staff of ECU Health Medical Center shall be seat number 8.

At least sixty (60) days prior to the expiration of the respective term of office of any member of the Board of Trustees, including those members who are presently serving on the Board, the Board of Trustees of the Hospital, through its respective Nominating Committees, shall notify the Board of Commissioners of Pitt County and the Board of Governors of the University of North Carolina and ask the Board of Commissioners of Pitt County and the Board of Governors of the University of North Carolina to fill such vacancy by appointment for the new term, as provided herein. The Nominating Committees will have met and shall submit, along with said notification, its nomination(s) to the Board of Commissioners of Pitt County or the Board of Governors of the University of North Carolina, as applicable, to accept or reject pursuant to the Corporation's Bylaws. No member of the Board of Trustees shall serve for more than two (2) successive full five (5) year terms.

All vacancies in the membership of the Board of Trustees by reason of death, resignation, lack of attendance as hereinafter provided, or as otherwise provided by the bylaws, shall be immediately reported to the Board of Commissioners of Pitt County and the Board of Governors of the University of North Carolina. Such report shall ask the entity that appointed the departing member of the Board

to fill such vacancy by appointment for the residue of the unexpired term only. No Trustee shall be removed, except for “cause” which shall be defined as mental incompetency, bad faith, breach of fiduciary responsibility, a conflict of interest in violation of this corporation's bylaws or policies, conviction of or plea of no contest to a felony or any crime involving moral turpitude, or absenteeism as defined in the Corporation’s Bylaws.

7. An affirmative vote of eighty-five percent (85%) of the members of the Board of Trustees in office shall be required for the approval of any of the following acts:

- (a) the amendment of these Articles of Incorporation or the Bylaws relating to the appointment and composition of the Board of Trustees with the consent of Pitt County;
- (b) the dissolution of the corporation;
- (c) the sale of the corporation with the prior written consent of Pitt County;
- (d) the sale or transfer of assets in cash or in kind, including services, to or for the benefit of Pitt County, except for those items of consideration previously agreed to as of the date of restatement and given in exchange for the conveyance of the hospital facilities under N.C. Gen. Stat. § 131E-8;
- (e) the creation of a controlling parent corporation; and
- (f) the appointment of corporate officers or their removal without cause.

8. The Board of Trustees of this corporation shall have power, by a vote of a majority of all the trustees, to make, alter, amend and rescind the Bylaws of this corporation, except as limited in Sections 7. and 11. herein.

9. The Board of Trustees shall have the authority to delegate its power and authority to one or more committees composed of members of the Board of Trustees to the fullest extent permitted by law, provided that the membership of any such committee shall consist of members of the Board

appointed by the Board of Commissioners of Pitt County and the Board of Governors of the University of North Carolina with the same proportional representation as comprise the Board.

10. These Articles may be amended by way of addition, deletion, or other change at any regular meeting of the Board, provided written notice of any proposed amendment has been submitted to each member of the Board of Trustees at least two (2) weeks prior to such regular meeting. In the event that any amendment shall be proposed at any regular meeting of the Board, and no written notice of any such proposed amendment shall have been given as above provided, then and in that event the proposed amendment may be discussed at the current meeting at which it is proposed but shall not be finally adopted until the next succeeding regular meeting. Amendments must be passed by a vote of a majority of all the Trustees, except as otherwise provided in Section 7 herein. Notwithstanding the foregoing, Section 7 herein may not be amended without the consent of Pitt County.

11. The Articles and Bylaws of Pitt County Memorial Hospital, Incorporated may not be amended without the approval of University Health Systems of Eastern Carolina, Inc. The Chief Executive Officer of University Health Systems of Eastern Carolina, Inc., in consultation with the Governing Board, shall select and appoint a qualified President of the corporation, shall have control and authority over its other officers, agents, and employees, and shall have general charge of the business affairs and property of the corporation. The standing committees of the Board of Directors of University Health Systems of Eastern Carolina, Inc., as delineated in its bylaws, are deemed to be the committees of the corporation and as such shall serve to fulfill the designated committee functions on behalf of the corporation, except as to the Pitt County Memorial Hospital, Incorporated Finance and Quality Improvement Committees wherein the standing committee of the Board of Directors of University Health Systems of Eastern Carolina, Inc. shall hold reserved powers as enumerated in the bylaws of Pitt County Memorial Hospital, Incorporated.

12. The Corporation shall have no members.
13. The period of existence of this corporation is unlimited.
14. These Amended and Restated Articles of Incorporation are intended to restate and replace any previously filed articles of incorporation and any amendments thereto.

#### SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Amended and Restated Articles of Incorporation of Pitt County Memorial Hospital, Incorporated have been duly adopted and amended by the Board at a Meeting of the Board held on the 23<sup>rd</sup> day of May, 2023.

*Diane N. Taylor*  
Secretary